

a response to:
**TOWN OF WELLESLEY REQUEST FOR PROPOSALS
GROUND LEASE OF PROPERTY LOCATED AT
900 WORCESTER STREET
WELLESLEY MA 02482
AND THE DEVELOPMENT THEREON
OF A RECREATIONAL FACILITY**

Presented to:

The 900 Worcester Street Committee
Town of Wellesley, Massachusetts 02482

Respectfully presented by:



In strategic partnership with:



April 29, 2016

April 29, 2016

**900 Worcester Street Committee
Wellesley Department of Public Works
Engineering Division
20 Municipal Way
Wellesley, MA 02481**

DELIVERED BY HAND April 29, 2016

Regarding: *Response to:*
TOWN OF WELLESLEY REQUEST FOR PROPOSALS
GROUND LEASE OF PROPERTY LOCATED AT
900 WORCESTER STREET
WELLESLEY MA 02482
AND THE DEVELOPMENT THEREON OF
A RECREATIONAL FACILITY

Dear Members of the 900 Worcester Street Committee,

On behalf of our entire development team, it is with great pleasure once again that **ESG Associates Inc.** doing business as EDGE Sport Group, in partnership with our construction partner **Marathon Sports Group of Boston LLC**, respectfully submits this Response to your Request for Proposals for the 900 Worcester Street parcel.

ESG Associates is a full service strategic consulting and development company providing services for recreational design, development, programming and operations since our first project in 2001; recently reorganized specifically to meet the growing demand of the sports and recreation industry. *Our primary goal is to create, manage and operate facilities for youth through amateur sports individuals, teams, programs and leagues.*

OUR GOAL WOULD BE TO LOOK TO RENEW OUR STRATEGIC PARTNERSHIP IN THIS ENDEAVOR WITH THE BEST OF CLASS ENTITY IN THE REGION: THE WEST SUBURBAN YMCA OF NEWTON, IDEALLY JOINING US AS OUR AQUATICS, YOUTH AND FAMILY SERVICES AND FITNESS PARTNER SUBJECT TO THEIR BOARD APPROVAL AND CONFIRMATION OF THE PROGRAM ELEMENTS PROPOSED HEREIN – WHICH AS OF THE DATE OF THIS SUBMISSION HAS NOT BEEN VOTED.

We appreciate the Committee's concern over the formal approval required from the YMCA board; their market study requirements and fundraising needs. To alleviate that concern, ESG is committing to, upon award from the Town, immediately fund the internal approvals that the YMCA requires; and in the unlikely event that their board does not find the project feasible, ESG has best in class operators ready, willing and able to stand in their shoes to operate the pool and fitness components.

We are excited to present what we believe is an excellent program for this site, with unique architecture, and some fantastic operating partners. Upon your review of our proposal, we welcome your thoughts, questions, and comments.

Sincerely,

ESG Associates Inc.



Brian V. DeVellis, President



Respectfully presented by:



Summary of Proposal

- Response to the Request for Proposals
- ESG Relevant Experience
- Development Concept
- Consultant Experience
 - a. Everything Ice, Inc.
 - b. Allen & Majors Associates, Inc.
 - c. Studio Troika, Inc.

Exhibits

1. Examples of Local Preference Initiative
2. Related Newspaper Articles / Experience
3. Operating Pro Forma
4. Omitted
5. Letter of Financial Status
6. Letters of Recommendation
7. Required Forms
 - Clerk Certificate
 - Appendix A
 - Appendix B
 - Appendix C
8. Plans and Renderings:
 - For efficiency and avoid duplication – reduced prints include:*
 - Rendered Site Plan
 - Dimensional Site Plan
 - Site Perspective – Worcester Road *Eastbound*
 - Site Perspective – Dale Street
 - Site Perspective – Shadow Lane
 - Preliminary Plan – First Floor
 - Preliminary Plan – Mezzanine
 - (Original size found in our Nov 2015 submission)*



RESPONSE TO REQUEST FOR PROPOSALS

ESG ASSOCIATES INC.'S HEREBY INCORPORATES INTO THIS RESPONSE ITS SUBMISSION OF NOVEMBER 20, 2015 ENTITLED "*a response to: TOWN OF WELLESLEY REQUEST FOR PROPOSALS GROUND LEASE OF PROPERTY LOCATED AT 900 WORCESTER STREET WELLESLEY MA 02482 AND THE DEVELOPMENT THEREON OF A RECREATIONAL FACILITY*", WITH MODIFICATIONS CONTAINED HEREIN NOTIBLY DIFFERENTIATED WITH **EMPHASIS ADDED IN BOLD ITALICS AND UNDERLINED**.

ESG's has prepared this response to coincide with the RFP section by section, particularly **Section 4. Developer Submission Requirements**.

1.0 THE PROCESS

ESG's president, Mr. DeVellis presented a response to the Request for Information Committee on January 7, 2015, and fully understands the RFP Instructions, schedule and process. As such, this Response has been transmitted "Town of Wellesley, 900 Worcester Street Lease and Development Proposal, Modification # ". Accompanying this sealed envelope is a second sealed envelope marked "Price Proposal / Technical Proposal". This respondent is submitting 1 original and 20 paper copies of each, along with 1 electronic deliverable. As a Massachusetts Corporation, this Technical Proposal will be accompanied by a Clerk Certificate as required.

ESG acknowledges that all Proposals shall be deemed to be public record within the meaning of M.G.L. Chapter 4, Section 7(26) after the Proposal Due Date and expressly consents to distribution and publication of same.

2.0 THE PROPERTY

Site Information Our team was the sole attendee at the September 30, 2015 Site Visit, has an unparalleled understanding of the public private partnerships surrounding recreational facilities, the town or Wellesley needs, and the site along with its constraints and opportunities.

Our development team has some overall concerns regarding the site that were apparent during the September 30 2015 site; namely the vast extent of flood plain, coupled with the low lying nature of the site and propensity to impound water (*the Site Visit in September Wellesley experienced a 2.4 inch rainfall event*). In addition, the depth to groundwater on the site ranges from 3.5 feet to in excess of 5.5 feet, making drainage design for the required storm water events challenging.

Neighborhood Description The site is, however, allowed some excellent opportunities for the development of a sports center. The frontage and access on Worcester Street – and its proximity to Interstate 95 / Route 128 provides ease of commute for out of town users as well as Wellesley resident alike. The proximity to the Cochituate Aqueduct and Morses Pond provides excellent recreational opportunities using the sports center as a starting point through walking and cycling trails. The site, while depressed in terms of its location relative to the surrounding topography, allows us a natural buffer to develop without light spillover onto abutting residences to the south and adequate space to buffer to the residences to the west.

ESG recognizes the potential impact to abutters, and will commit to working with them to providing increased buffering, cut off LED lighting, screened mechanical and service areas, traffic mitigation measures such as restricting bus parking and idling, providing bicycle connections through the aqueduct trail system, and working with MADOT on Worcester Road improvements.

Utilities / Infrastructure Having our engineer professional Allen & Majors available at the Site Visit with the Department of Public Works was invaluable to gain a thorough appreciation of the site topography, utilities and infrastructure, particularly the availability of existing drainage structures under the jurisdiction of the Town and those of the Commonwealth through the Department of Transportation. The rainfall event showed the need of the abutter to the east to improve his parking lot drainage design, which through continued discussions will, we believe, lead us to exchange drainage improvements for an off-peak parking easement to mitigate peak parking demands of the sports

center, as called for in this Request. **ESG is prepared to contribute to the traffic mitigation on Worcester Road, as well as work with our energy partner www.dsbmanagement.com in the design and implementation of energy efficient systems including PV Solar, Low E Lighting and GeoThermal.**

Zoning As detailed further in this Response through previous work experience, this applicant has what we believe is unparalleled expertise not only in sports design, development and operation – but as a landscape architect and land use attorney with a concentration in real estate and environmental law (see Brian DeVellis Resume attachment), Mr. DeVellis fully appreciate and can navigate thought the planning, zoning, wetland and floodplain issues involved in this site and has in fact dealt with every matter in previous recreational developments at the local, state and federal level.

Parking Having master planned, permitted and developed several sports centers, and by having an integral understanding of the operations of a multi sport recreational facility such as The Edge Sports Center in Bedford and Essex Sports Center in Middleton, this applicant understands the parking requirements around a non-single sport facility. Having multiple sports, with practices and games, tournaments and meets, all require different parking requirements and must be scheduled to complement each other and not overlap. With two ice sheets, games must overlay start times so as not to have four teams arriving at the rink circling the lot for a space as four teams are leaving. **ESG will commit to working with abutting commercial users to acquire parking easements to alleviate peak hour demand.**

3.0 DEVELOPMENT GUIDELINES

Programmatic and Use Preference ESG proposes to master design, construct and operate, with subleases to their strategic partners including the West Suburban YMCA, the following programmatic uses:

- Two 85 x 200 foot skating rinks, one with spectator seating in excess of 500 seats to accommodate the high school tournaments, along with 6 locker rooms with shared shower facilities per rink surface to accommodate **preferred hours to Wellesley Youth Hockey**, Wellesley High School and Dana Hall School team as our anchor tenants, **as further detailed in the Additional Benefits / Price Proposal**
- One indoor field-house featuring a year-round synthetic turf field measuring 90 x 150 feet to allow for full field 7v7 high school games, or netted to accommodate three 50 x 90 foot practice fields to accommodate youth and adult games in the sports of field hockey, lacrosse and soccer. We are committed to providing turf similar or better to that at the Sprague Fields, and will provide preferred time to Wellesley United Soccer Club as we have done at the Edge in Bedford (where it was inserted into the Special Permit granted to the project, and in Essex in Middleton / Danvers where it was drafted into the language of the law establishing the project – see Exhibit 1.
- A multigenerational, multi-use and disability accessible aquatic facility featuring two pools: a six lane and a 4 lane therapy pool with associated locker rooms and changing facilities, operated by the YMCA. More detail on the specifics of the pool use, operation and features discussed in the YMCA profile.

Construction Schedule ESG will adhere to the construction and delivery schedule as called for in the Lease.

Insurance ESG will carry insurance as called for in the Lease.

Financial Proposal & Business Terms ESG associates, acting as its own general contractor not dissimilar to our related Essex project, will be fully bondable if required.

4. DEVELOPER SUBMISSION REQUIREMENTS

4.1 SUBMISSION PROCESS

The development team has fulfilled the requirements of Section 4.1 with the submission of this Response.

4.2 SITE VISIT

The development team attended the site visit on September 30, 2015

4.3 TECHNICAL PROPOSAL SUBMISSION ENCLOSURES



4.3.1 The Development Team

The Developer is **ESG Associates Inc.**, a Massachusetts corporation registered to conduct business in the Commonwealth of Massachusetts (*including executing real estate leases*), and will master plan and develop the entire 8 acre parcel, with strategic partners including the West Suburban YMCA of Newton as our Aquatic, Youth and Family and Community Wellness programmer, further detailed below in this Section accordingly.

ESG Associates Inc. has the following principal and relative contact information:

Mr. Brian DeVellis, President
ESG Associates Inc.
41 North Road – Suite 203
Bedford MA 01730
www.edgesportsgroup.com
brian@devellis.net
Tel. (617) 855-9210 Fax (781) 538-6831

ESG Associates Inc. was incorporated by **Brian DeVellis**, the co-founder of EDGE Sports Center in Bedford, MA (www.theedgesportscenter.com) – now in its 9th year of operation, as well as the Essex Sports Center in Middleton, MA (www.essexsportscenter.com).

The EDGE is a state of the art sports facility comprised of two regulation sized ice sheets, a strength and conditioning center, a physical therapy center and two full size synthetic turf athletic turf fields, one which is enclosed six months of the year with an air-supported structure for twelve month use. The ESSEX, anticipated to open fall of 2016, boasts two regulation sized ice sheets, a 7,500 strength and conditioning center operated by a best in class operator, a physical therapy center, 5,000SF sports retailer, along with a synthetic turf athletic field.

Mr. DeVellis brings twenty five years of experience to assist clients in the areas of Governmental Relations, Community Relations, Planning and Zoning, and Land Development and Building Expedition, after his first recreational endeavor – the design, permit and construction of the Golf Club of New England (www.golfclubne.com) with legendary golf course designer Arnold Palmer.

As a licensed Attorney and Landscape Architect, Mr. DeVellis develops projects that provide sensible land use planning and redevelopment along with environmental appreciation. He personally brings to every project a proven winning combination of experience, political expertise, accessibility, and responsiveness to ensure the successful outcome of your projects. Mr. DeVellis offers a complete package of services from one strategic base. This guarantees full personal attention to every client's needs, from transporting paperwork through the political and governmental process to executing an effective advocacy program.

Mr. DeVellis has been successful in developing the following sports related ventures:

RELEVANT EXPERIENCE



The **EDGE Sports Center** is a 75,000 SF Indoor Sports Complex with ice and turf, Bedford, MA (www.theedgesportscenter.com) ... developed with the core desire to provide Bedford and the surrounding communities the opportunity to participate in and take advantage of a year round athletic facility that provides state-of-the-art recreational amenities for all ages and abilities.

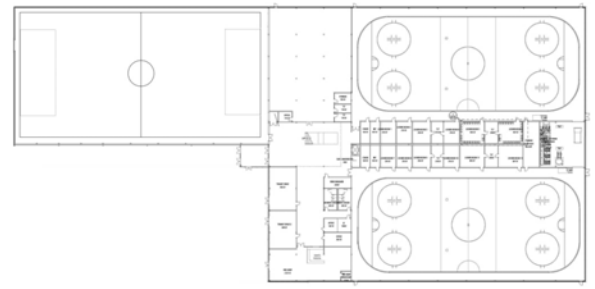
Mr. DeVellis was responsible for all the site and building design, as well as contracting for legal, survey, engineering, environmental, resource area delineation, and site, building and ice surface contractors. The project began in earnest with design and permitting efforts in January 2007, followed by groundbreaking four months later in May 2007 and operations in October the same year. The ten month design to occupancy timeframe is unprecedented evidence of the cooperative desire by the founders, equity partners, community leaders, lenders and townspeople, without whose overwhelming support and encouragement the project would not have been feasible.

The experience of the Edge Sports Center was recently recognized when it was awarded the Bedford Chamber of Commerce 2010 Business of the Year *"in recognition of a highly innovative and successful business that is creatively involved in community activities"*.



The EDGE Sports Center Phase II ... The EDGE Sports Center was only months old when the founders first realized that facility expansion was necessary. Founder Brian DeVellis began negotiations with the abutting landowner Massachusetts Port Authority in Spring 2008 leading to Massport releasing a request for Proposals in April 2010. DeVellis responded and was awarded the right to negotiate a 20 year lease with the Authority January 2012. DeVellis designed the expansion of 2 synthetic artificial turf fields along with a fabric dome structure for winter use, making the 2008 existing turf excess and available for a second ice sheet for the ever expanding hockey program. DeVellis reached lease execution April 2012, regulatory approvals shortly thereafter, and design development drawing as well as construction documents. Construction broke ground in June 2012 and opened January 2013.

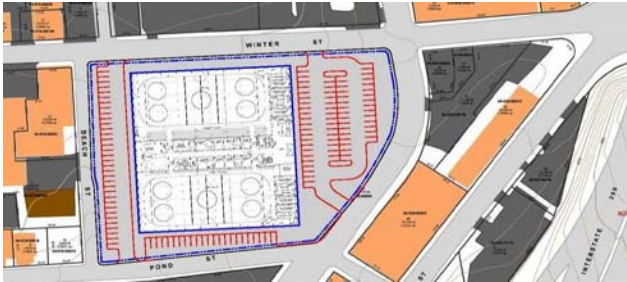
In developing the Phase II, Mr. DeVellis worked closely with the Town of Bedford Planning, Conservation and Zoning Board of Appeals, the Massachusetts Port Authority as the land owner, the Commonwealth of Massachusetts Department of Building, the US Department of Defense / US Navy as an easement holder on the property, and the US Federal Aviation Authority as an abutter and overseeing authority of the Hanscom Air Field with respect to our field lighting and air supported structure, as well as the Commonwealth of Massachusetts Department of Energy for the installation of a 485kW Solar PV Array.



The ESSEX Sports Center is currently under construction in Middleton MA, and is a true public private partnership with the Commonwealth of Massachusetts as the land owner and lessor, and the brand new Essex Technical High School as the third party beneficiary ... along with the seventeen towns within its District.

The Essex Sports Center is a proposed 120,000 square foot recreational center to be located adjacent to the state of the art Essex Technical High School in Middleton. The Essex will look to 'partner' with the school to design, construct, and manage a privately owned sports & recreational center that will provide the school much needed ice and indoor turf without the burden of construction, operations, management and maintenance.

In executing the Essex Sports Center lease with the school, Mr. DeVellis has worked with the Massachusetts House and Senate to obtain approvals to obtain a 25 year no-bid lease – overwhelmingly approved by both parties in the General Court. This public / public / private partnership is a unique relationship that is truly a benefit to all parties.



Worcester Sports Center was masterplanned by DeVellis to collaborate with local high schools and colleges to design, finance, develop, own and manage a 100,000SF sports facility that will house two rinks, a pro shop, eight locker rooms, a restaurant, offices and a physical therapy program, all while rejuvenating the Blackstone Canal District of Worcester.



Great American Sports Park in Lincoln, Nebraska is the development project of Mr. DeVellis, which includes the master planning and development of a 250 acres expansion to the City of Lincoln. The development includes a multi-phase delivery consisting of considerations for a state of the art sports and recreation campus, a mixed-use campus of commercial and a residential campus comprised of both student and market housing. The master-planned project is a dynamic team capable of navigating several elements simultaneously, including infrastructure investment, private capital funding, collaborations with the City and University stakeholders, and the negotiations of Public-Private-Partnership financing structures. ESG will develop and oversee programming of the sports park.



'43 Fields' in Baltimore, Maryland is a purely sports orientated masterplanned community involving the design, permit, construction and operation of a Public-Private-Partnership financing structure with Baltimore County that Mr. DeVellis has been partnering with Baltimore developer Pinkard Properties and *A Place to Play* sporty operations company. In his involvement, Mr. DeVellis is assisting in the design, and permit phases, as well as providing expertise on the establishment of the lacrosse and soccer programming and operations. The first phase of fields, 43 West, are set to be delivered Summer 2016 with 43 East scheduled to be online 12 months after.



The Golf Club of New England is a 7,200 yard Championship Arnold Palmer Golf Course, Stratham NH. Mr. DeVellis brought the conceptual plan from Arnold Palmer Course Design through engineering design and received permits from two local towns, state & federal agencies, and into construction in less than twelve months from engagement. The project involved greater than ten acres of wetland impact, wetland enhancement and creation, as well as 37 home sites, an 18,000 square foot clubhouse, and two hundred fifty acres of permanent conservation easement.

In developing the GCNE, Mr. DeVellis worked closely with two abutting but very different host towns, the NH Regional Planning Authority, the State of NH Department of Environmental Services Wetland, Waterway and Groundwater authorities, as well as the US Army Corps of Engineers.



Crosswinds Golf Course is a 27-hole Championship course in Plymouth, MA where Mr. DeVellis is consulting the Town of Plymouth on expanding its presence to offer additional active recreational opportunities for the community in exchange for a multi year extension to current ground lease from the Town - the private / public partnership role model. The Course, designed by the award winning team of Hurdzan/Fry, is the newest Championship daily fee course in Plymouth featuring 27 holes, Crosswinds offers a unique blend of rolling fairways and large undulating greens.

DEVELOPMENT CONCEPT

4.3.2 Development Concept

- 1) **ESG** proposes to lease the entire parcel of Property.
- 2) **ESG** proposes to develop and directly manage, as detailed in the attached Exhibits:
 - I. A 52,000 SF first floor rink complex providing for two NHL size ice surfaces (85ft. x 200ft.) each, supported by six locker rooms per surface (two locker rooms on each side serviced by common facilities with showers), along with a segregated “Referee / Coaches Room”. Each ice surface will be supported by a single ice plant centrally located between the rinks and a common electric Zamboni resurfacing machine with interior snow pit.
 - II. A 5,000 SF heated mezzanine level servicing climate controlled viewing of each rink, and access to 500+ seating for the west rink surface. The mezzanine area is accessible by means of the elevator situated in the main lobby.
 - III. A 15,000 SF field-house supporting a four season synthetic turf field measuring 90 x 150 feet to allow for full field 7v7 high school games, or netted with a clear span height of 35+ feet to accommodate three 50 x 90 foot practice fields for youth and adult games in the sports of field hockey, lacrosse, soccer and football practice.

ESG proposed to lease to the YMCA the following:

- IV. A 35,000 SF open and accessibly designed community recreation space which will include 3,400 square feet of Men’s, Women’s and Family Locker rooms which will open up to a lively 10,000 square foot Aquatics Center housing two pools. These pools will offer programming for all ages. A six lane competition pool with a professional timing system will make for an ideal practice and competition venue for local teams. With a second pool, we will offer youth and parent child classes, senior recreational classes, group exercise, family swimming times, etc. This second pool allows us to provide a warmer water temperature for children, seniors and families to enjoy. A state of the art 7,000 square foot Health and Wellness Center will offer the latest in cardiovascular, strength, flexibility and functional training equipment.

This center will allow the YMCA in Wellesley to provide proper guidance to the novice and advanced athlete alike. Our highly trained and professional staff will use this facility to create the most supportive environment to help everyone achieve their health and wellness goals. We intend to support our chronic disease management programs and therapy and medical partners in our facility. In addition, our health and wellness offerings will include Group Exercise classes housed in multiple studios ranging from 800-2,800 square feet. A wide variety of offerings built to engage and challenge all interests and fitness levels will include: Yoga, Zumba, Spinning, Muscle Conditioning, Bootcamp, Interval Training, Tae Kwon Do, PiYo, Stretching, Kickboxing, Circuit Training, etc. To support all these activities, the Wellesley YMCA will provide onsite Childwatch programming.

The 2,000 square foot Childwatch Activity Room will be open to support those families with younger children in need of a fun, safe and engaging experience while parents either exercise themselves or choose to focus on watching the older child’s swim lesson, or hockey game for example. The remainder of the space will house community space, lobby/lounge/café and administrative offices.

- 3) The building is situated to the eastern most portion of the site so as to most resemble the prior massing of the site with regards to proximity to the abutters, as well as being closest to the compatible office use. In doing so, we will locate the parking in the already paved portion of the site – which is mapped

flood plain. By placing the building outside the flood plain, we are most likely to achieve depths needed for the proposed pool use while still constructing above the groundwater noted in the test pit reports.

Architecturally, as shown on the renderings, the building will utilize a mix of split face concrete masonry units, standing seam steel building and glass to allow natural light to illuminate the YMCA pool and turf uses. The roof will be standing seam steel with solar panel above to maximize the solar exposure to help power the facility.

- 4) The business plan is predicated on the ice facility being in operation from 5:30a through 12:30a seven days a week to allow for the customary 6:00a and 11:10p sheets of ice, allowing the customers the ability to arrive early to get prepared and stay and shower after the last sheet of ice, as well as allow the custodial staff to clean and prepare the facility for the following day.

The Y is proposing to have operating hours of 5:30a-10:00p Monday through Friday and 7:00a – 7:00p on Saturday and Sunday. Depending on special events or other needs, operating hours can be adjusted as needed. During our normal operating hours the facility will be available to all registered members. Program and class schedule examples are included in this response. As a full facility servicing the entire community, all demographics, ages and abilities, all areas of the operation are accessible are varying times. These include, for example, lap swim, free swim or lessons, water exercise classes, trainings, land based group exercise classes, yoga, strength training and cardiovascular equipment and exercise activities will also be available. Categories of membership will include family, older adults, general adult, young adult, teen and youth. Those family members who have young children will have the ability to engage in Y activities while the children attend child-watch / babysitting. Caring staff will engage the children while the parent or guardian is involved in other activities on-site at the Y.

- 5) Assimilating into the neighborhood has been at the forefront of both ESG and the YMCA's plan of operations. Although we see negligible environmental impacts (the refrigerant in the ice making, the electric resurfacer and the cleansing in the pools is amongst of the safest in use), we will first meet with the abutters at their homes or in open meeting to gauge their concerns and address them properly as this author has done for the past 25 years.

The site access will be through existing curb cuts on Worcester Street, and we will petition the MA DOT to re-install the once existing traffic signal and Left Turn Only Lane if the traffic study allows; we will inquire the neighbors to our west if they would prefer we leave a curb cut from the parking lot their Dale Street homes as they currently use, if not we will cut off Dale Street access altogether if allowed by the town and MA DOT; we will use cut-off lighting on low profile light poles and building wall packs to negate light pollution at night that could be visible to Shadow Lane , Bay View Road and Lexington Road. We will work through screening by utilizing creative berms, fencing and evergreen and deciduous plantings as needed to mitigate not only light by to absorb any noise pollution. In addition, we will restrict tailgating and have a no-alcohol policy in the facility and on the site which will be written into leases, licenses and permits unless approved by the Board of Selectmen. During operation, we will require tournament and large event holders to retain special police details from WPD to oversee traffic flow and keep cars from illegally parking on neighboring streets.

- 6) We foresee needing very little Town services except for typical life safety and emergency response. The facility will have private trash, send no children to the schools, and will pay typical water and sewer fees. As for the community benefits, the benefits of a Full Service YMCA Facility speaks for itself, and this author's track record of the attached *Local Preference Initiatives* details how we work with our host communities to include them as anchor tenants while we provide our services, whether it be prime ice hours at off-season rates and a dedicated BHS ice-hockey locker room free of charge as this author has done in Bedford, or preferred ice and turf time in Middleton.
- 7) There is no one manner in which the construction and operation of the Facility will be financed. Our current development is typical bank financing 70% LTV, whereas others are personally financed,

municipally and or county backed financing. Our business plan for Wellesley is utilizing the strength of our anchor tenants and private equity pool that we have available to secure traditional bank debt. With our history and experience, that has not been an issue to date, however those investors are not a matter of public record, but are acceptable to the lending institutions, and in the case of Essex, the bonding institution and the Commonwealth of Massachusetts and Inspector General as the lessor, similar to Wellesley.

- 8) This Author has derived and copyrighted a proprietary Employee & Management Handbook which is not for public dissemination. The guidelines, for the purpose of this submittal, require managers to belong to the North East Ice Skating Managers Association, as well as utilize best management practices in dealing with the customers, lessees, and local municipalities, particularly the local boards of health.
- 9) Please see Exhibit 4 Operating Pro forma
- 10) As mentioned previously in this document, we will address extraordinary traffic issues by:
 - a. Continuing discussions with abutting office property owner to alleviate his flooding concerns in exchange for an off-peak hour parking easement,
 - b. Utilizing restrictions in our licenses and leases to mandate that travel teams coming for games bus to the site from the respective school, and while games are ongoing busses will be moved off-site,
 - c. Contract for shuttle service to a remote location,
 - d. Hire police details to enforce parking restrictions.

4.3.3 Preliminary Plans – See Exhibit 8 for

Dimensional Site Plan

Rendered Site Plan

Site Perspective – Dale Street

Site Perspective – Shadow Lane

Preliminary Plan – First Floor

Preliminary Plan – Mezzanine

REFERENCE, PLANS, RENDERINGS, AND LOGO TO AND OF THE YMCA ARE CONDITIONED ON THE WEST SUBURBAN YMCA RENEWING THEIR VOTE TO PROCEED WITH A STRATEGIC PARTNERSHIP PENDING AWARD TO ESG ASSOCIATES INC.

Surface schedules and related use fees are contained in the November 2015 submission.

4.3.4 Implementation Plan and Project Timetable

The Development Concept will be implemented through the following steps. For the purpose of this timeline, it will be assumed the project is awarded Feb 1, 2016

JUN 1, 2016	Award of Project Negotiate Lease Terms WS YMCA Board Vote to Proceed
AUG 1, 2016	ESG holds working design session with Town department heads including planning, building / zoning, engineering / department of public works / conservation commission and MA DOT and review preferred plan against MEPA thresholds for possible Scoping Session ESG makes informal application to planning and conservation ESG holds neighborhood working session with abutters

SEPT 1, 2016	ESG refines plans to reflect department head and neighbor comments
NOV 1, 2016	ESG makes formal application to boards and commissions and MA DOT for Worcester Road access
JAN 1, 2017	Public hearings on project / present draft for Recreational Overlay Zone Application for Spring Town Meeting / meeting with concerned user groups and boards and commissions / garner support for TM
SPRING 2017	Present at TM Upon approval of TM vote: <ul style="list-style-type: none">▪ Make formal Site Plan review to Planning Board and or Zoning Board as Special Permit Granting Authority under drafted Recreational Overlay Zone▪ Complete Offering Memorandum to equity investment group▪ Make application to Lending institutions
SUMMER 2017	Receive all local regulatory land use approvals and MA DOT curb-cut approvals
FALL 2017	Commence construction to last 12-14 months
SUMMER 2018	Grand opening and operations of the Wellesley Sports Center

4.3.5 Required Forms

Please see attached Exhibit 7. Required Forms

- Appendix A - Disclosure of Beneficial Interests Form—M.G.L. c.7C, 38
- Appendix B - Statement of Tax Compliance Form – M.G.L. c. 62C, 49A
- Appendix C - Certificate of Non-Collusion Form

4.3.5 Project Financing & Financial Analysis (4.3.5 duplication error from RFP carried forth for continuity)

- 1) Once the viability of the project is confirmed we go to a select group of private investors with strong local ties to be the initial preferred investors – many have contacted this author as a result of past performance and his Request for Information presentation. These potential investors have asked to remain anonymous given this is a public document. They will be revealed should ESG be awarded the project, and will be made part of the sole purpose entity that will develop this project. In addition, we will work with the strength of the YMCA and its fundraising campaign to minimize the debt cost of the project. Our pro forma reflects a conservative approach, with no funds from the fundraising effort.

It should be noted that fundraising by the YMCA is solely for their desire to pre-pay NNN rent payments to ESG and are not a requirement of ESG to proceed with this award.

- 2) ESG, as landscape architects, attorneys, finance professionals and construction managers, are able to self-perform all front end pre-development work with the need for very little retained professionals. This is the method this author has used at the Edge, Essex and now in Worcester.
- 3) Please see attached Exhibit 4. Operating Pro forma
- 4) Please see attached Exhibit 4. Operating Pro forma

4.3.6 Financial Qualifications

Please see attached Exhibit 5. Letter of Financial Status including contact information for the author

Please see attached Exhibit 6. Letters of Recommendation

CONSULTANT EXPERIENCE AND BIOGRAPHIES

For efficiency and to avoid needless duplication from our original submission, consultant experience can be found in our original submission and at:

Ice Consultant - Everything Ice www.everything-ice.com

Architect – Studio TROIKA <http://studiotroika.com/projects/edge-sportscenter>

Engineer – Allen & Major www.allenmajor.com

Land Planning – DeVellis www.devellis.net

How to assure Town of Wellesley Preferred Use... just look to our approvals in Essex and Edge

At the Essex Sports Center, to assure the facility remains available to the host Essex Technical High School ... this author had the request written into the Act that became law:

Acts of 2014 [Chapter 237](#) ACT PROVIDING FOR CAPITAL FACILITY REPAIRS & IMPROVEMENTS FOR THE COMMONWEALTH

“The 25-year lease and other agreements executed pursuant to this section shall be on terms, conditions and consideration acceptable to the commissioner and the district; provided, however, that the lessee shall permit the following reserved ice rink needs free of charge and on a priority basis to the district: (i) daytime physical education classes which are scheduled as part of the regular school curriculum; (ii) practice and games for the following hockey teams if such teams are established: male varsity, male junior varsity, female varsity and female junior varsity; provided further, that the lessee shall permit the following reserved turf field needs free of charge and on a priority basis to the district: (1) daytime physical education classes which are scheduled as part of the regular school curriculum; (2) practice and games for the following soccer, football, field hockey, winter track and field, spring track and field, lacrosse, baseball and softball teams if such teams are established: male varsity, male junior varsity, female varsity and female junior varsity; provided further, that schedules for the ice rink and turf field use shall be presented by the district to the lessee by July 1 preceding each academic year and only for those classes and teams which are in existence for that academic year;”

And at the Bedford Sports Center, to assure the facility remains available and affordable to the host Town of Bedford recreation and school ... this author had the request written into the approval and recorded at the Middlesex South Registry of Deeds at Book 49292 Page 363:

MOTION:

Mr. Bauer moved to grant to Pamela Brown, Esq., with Scott Fusco and Brian DeVellis, for Bedford Sports Center, at 191 Hartwell Road, a Special Use Permit per Section 4.1.6 of the Zoning By-Law to construct a private recreational sports facility, substantially as shown on Exhibit A, Exhibit B, Exhibit C, and elevations shown on Exhibit D, on the following conditions: 1) Hours of operation to run from no longer than 5:30 AM to 12 midnight. 2) Alcohol shall not be permitted on the premises at any time; all contracts for use of the facility shall prohibit the use of alcohol; and signs on the facility shall so state that alcohol is forbidden. 3) Use of the facility will be offered to the Bedford Athletic Director/Bedford High School Hockey Team for 4 ½ hours of prime time ice (estimated to be 3:00 PM) during the week and 1 ½ hours on the weekend during the hockey season at off-season rates, estimated to be \$200/hour. The admission revenues generated during home games would be retained by the Town. Police details, if required, will be provided by the Town. Use of the facility will be offered to the Lexington Bedford Youth Hockey program up to seven evening hours per week and up to three Sunday hours during the high school hockey season at standard rates. Use of the facility will be offered to the Bedford Recreation Department up to two hours per week for Family Skate and Teen Skate at off-season rates. The revenues generated during the event would be retained by the Recreation Department. Use of the facility will be offered to the Bedford Recreation Department five weekday school hours to run a Learn to Skate/Figure Skating program at off-season rates. Use of the facility will be offered to the Bedford Recreation Department up to five hours of weekday school hours to run a Toddler/Pre-School turf program at off-season rates. Use of the facility will be offered to the Bedford Recreation Department up to four hours of weekday non-school turf hours to run Youth (soccer, lacrosse) sporting programs at off-season rates. This time will be offered at an annual basis in

Exhibit 1 – Examples of Local Preference

For efficiency and to avoid needless duplication from our original submission, Related News Articles and Experience can be located at <http://edgesportsgroup.com/news.html>

Exhibit 2 – Related Newspaper Articles / Experience



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	60%	70%	80%	80%	80%	80%	80%	80%
Income:	Year 1	Year 2	Year 3	Year 4	Year 5	Year 10	Year 15	Year 20
<i>Rink 1</i>	624,150	728,175	832,200	873,810	917,501	1,170,989	1,494,512	1,907,418
<i>Rink 2</i>	624,150	728,175	832,200	873,810	917,501	1,170,989	1,494,512	1,907,418
<i>Field</i>	365,000	383,250	402,413	422,533	443,660	566,235	722,675	922,337
<i>YMCA</i>	750,000	772,500	795,675	819,545	844,132	978,580	1,134,442	1,315,130
Total Income	2,363,300	2,612,100	2,862,488	2,989,698	3,122,792	3,886,793	4,846,141	6,052,302
Expenses:								
<i>IT & Support</i>	13,000	13,260	13,525	13,796	14,072	15,536	17,153	18,939
<i>Zamboni Lease</i>	35,000	35,700	36,414	37,142	37,885	41,828	46,182	50,988
<i>Maintenance</i>	31,000	31,620	32,252	32,897	33,555	37,048	40,904	45,161
<i>Advertising</i>	5,500	5,610	5,722	5,837	5,953	6,573	7,257	8,012
<i>Snow</i>	8,000	8,160	8,323	8,490	8,659	9,561	10,556	11,654
<i>Landscaping</i>	5,000	5,100	5,202	5,306	5,412	5,975	6,597	7,284
<i>Misc Expense</i>	27,000	27,540	28,091	28,653	29,226	32,267	35,626	39,334
<i>Land Lease</i>	48,000	48,960	49,939	50,938	51,957	57,364	63,335	69,927
<i>Accounting</i>	5,000	5,100	5,202	5,306	5,412	5,975	6,597	7,284
<i>Real Estate Tax</i>	150,000	153,000	156,060	159,181	162,365	179,264	197,922	218,522
<i>Insurance</i>	26,000	26,520	27,050	27,591	28,143	31,072	34,306	37,877
<i>Health Ins</i>	15,000	15,300	15,606	15,918	16,236	17,926	19,792	21,852
<i>Utilities</i>	325,000	331,500	338,130	344,893	351,790	388,405	428,831	473,464
<i>Payroll Expense</i>	265,000	270,300	275,706	281,220	286,845	316,700	349,662	386,055
<i>Management Fee</i>	70,899	78,363	85,875	89,691	93,684	116,604	145,384	181,569
Total Expense	1,029,399	1,049,987	1,070,987	1,092,406	1,114,255	1,230,227	1,358,270	1,499,640
Net Operating Income	1,333,901	1,562,113	1,791,501	1,897,292	2,008,538	2,656,566	3,487,870	4,552,662
Debt Service	1,306,899	1,306,899	1,306,899	1,306,899	1,306,899	1,306,899	1,306,899	1,306,899
Cash Flow	27,002	255,214	484,602	590,393	701,639	1,349,667	2,180,971	3,245,763

Exhibit 3 - Operating Pro Forma

Pro Forma Assumptions:

- 1.) Tax Payment is estimated subject to PILOT with the Town of Wellesley.
- 2.) Rent expense is estimated based on a similar Sports Center
- 3.) YMCA is a NNN Lease subject to affirmation with YMCA Charter
- 4.) Rinks and field will be operated by owner
- 5.) Rink Revenue - prime hours (6-8am and 3-11pm = 10 hrs per day X 365 X 285 per hour = 1,040,250 Potential for prime hours
 - a. Year 1 - assume 40% vacancy to prime hours = 624,150 - per sheet of ice
 - b. Year 2 - assume 30% vacancy on prime hours = 728,175 - per sheet of ice
 - c. Year 3 - assume 20% vacancy on prime hours = 832,200 - per sheet of ice
 - d. Year 4 - maintain 20% vacancy on prime hours and increase by 5% (increase in hourly rate)
- 6.) Field Revenue - Prime hours (same as ice) - For 6 months (just late fall, winter, and early spring) = 1,825 hrs X 200 per hour = 365,000
 - a. No off season included in the field revenue
 - b. Field revenue increases yearly by 5%
- 7.) Expenses based on historical from similar facilities. Expenses increase by 2% annually.
- 8.) Expenses shown for Rink and Field only - YMCA will lease the other spaces on a NNN basis and will be responsible for their share of operating expenses
- 9.) Construction, Design, and other misc costs estimated at \$25,000,000
- 10.) Construction Loan of 80% = \$20,000,000
- 11.) Debt Service based on terms provided by our lender

Exhibit 5 – Letter of Financial Support



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Brian Devellis

From: Paul Flynn [pflynn@bdcnewengland.com]
Sent: Thursday, November 19, 2015 5:27 PM
To: Brian Devellis
Subject: Letter of Recommendation

**900 Worcester Street Committee
c/o Wellesley Department of Public Works
20 Municipal Way
Wellesley, MA 02481**

Regarding: Recommendation of Brian DeVellis

Dear Members of the 900 Worcester Street Committee,

I have been asked to provide a reference for Mr. Brian DeVellis as Manager of **Marathon Sports Group LLC**, particularly as to their team as it relates to the following section:

4.3.6 Financial Qualifications

The proposal must include evidence of the financial status of the developer, demonstrating the financial strength to carry out the proposed development, including management and operation of the facility. This shall include current financial statements for three (3) years from the developer. Also, provide the name, address, telephone and fax numbers, and email addresses of a contact at one or more financial institutions that are familiar with your current financial status and past experience. Provide contacts for lenders on all projects carried out within the last five years, including all current projects.

I currently serve as the Executive Vice President at BDC Capital and Chief Operating Officer at CDC New England. In this capacity, I am working with the principal partners of Marathon, namely Mr. DeVellis and Mr. Rouisse, as a potential lender on the ESSEX Sports Center in Middleton, MA. Prior, I was a SVP at TD Bank. It was at TD Bank where I first began working professionally with Mr. DeVellis as the loan officer when he first developed the EDGE Sports Center in Bedford in 2007.

Having underwritten many sports facilities over the years, I can attest that the EDGE is a best in class facility, and Mr. DeVellis & Mr. Rouisse are in the process of delivering another successful project at the ESSEX in Middleton. The team's front end planning skills and project execution are excellent. In addition, the developer's balance sheet, industry experience and high number of long term lease commitments are impressive. Mr. DeVellis et al understands what it takes to complete a project of this magnitude and they possess the ability to deliver the project on time and within budget.

I welcome your call should you have any questions or concerns.

Sincerely,

Paul F. Flynn, Jr.
EVP - BDC Capital
COO - CDC New England
500 Edgewater Dr., Suite 555
Wakefield, MA 01880 tel (781) 928-1100 x133 fax (781) 928-1101
Cell (617) 921-2695
pflynn@bdcnewengland.com

Exhibit 6 – Letter of Recommendation



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Brian Devellis

From: Hamilton, Amy [AMY@bedfordma.gov]
Sent: Thursday, June 11, 2015 3:56 PM
To: Brian Devellis
Subject: RE: Wellesley
Attachments: Brian June 2015.docx

To Whom It May Concern.

As the Recreation Director in the Town of Bedford, I am writing on behalf of Brian DeVellis and the Edge Sports Group regarding their interest in developing a private sports complex on Worcester Road in Wellesley.

Brian and his team developed the Edge Sports Center in Bedford 8 years ago. The venue was a welcome addition to Bedford, providing the town – both recreation and high school teams – preferred access to not only their ice, but indoor and outdoor turf along with strength training and physical therapy. The high school hockey team finally has home ice and a locker room, undoubtedly a big part of the team's success in recent years.

As the Recreation Director during this time, I have worked closely with Brian and his group. They have been very accommodating to the community in terms of priority use, off-season rates and charitable endeavors. Their business practices earned them the Business of the Year from the local Chamber of Commerce in 2010.

Initially in the design and permitting of the complex, the town struggled to create a win-win situation for a private endeavor and the local sporting community. Brian gave assurance that a successful structure would be implemented by writing into the special permit details of preferred community use and off-season rates.

We enjoy our relationship with Brian and the Edge team. We look forward to many great years to come.

If there are any questions that I can answer as you work through this process, please do not hesitate to contact me.

Regards,

Amy Hamilton
Recreation Director
Town of Bedford
12 Mudge Way
Bedford, MA 01730
781-275-1392 x 341
amy@bedfordma.gov



Bedford Athletic Department

Home of the Buccaneers



To Whom It May Concern:

I am writing on behalf of Brian DeVellis and the Edge Sports Group regarding their interest in developing a private sports complex on Worcester Road in Wellesley.

When the Edge Sports group built their facility in Bedford my life as an Athletic Director became much easier. The fact that we had a facility in town dramatically reduced our costs in facility rental as well as transportation. Brian and his team provided us with preferred access to not only their ice, but a lockerroom for us to use during the season as well as prime time indoor and outdoor turf space.

I feel comfortable stating that Brian and his team have been extremely accommodating to our programs in terms of priority use, off-season rates and charitable endeavors. We have hosted a number of events at their facility outside of our regularly scheduled season. Needless to say we have enjoyed our relationship with Brian and the Edge team and look forward to the same experience in the future.

If you have any additional questions that I may be able to answer for you, please do not hesitate to contact me via email at keith_mangan@bedford.k12.ma.us or by phone (781) 275-1700 x1109.

My best,

Keith Mangan, CAA
Director of Athletics, PE, Health & FAMCO
Bedford Public Schools

Brian Devellis

From: Daniel O'Connell [doconnell@essextech.net]
Sent: Wednesday, June 10, 2015 11:37 AM
To: Brian Devellis
Subject: Re: FW: Wellesley

To Whom it May Concern,

My name is Daniel O'Connell, and I am the Superintendent-Director of the Essex North Shore Agricultural & Technical School District. I am writing to recommend without reservation Brian DeVellis' Edge Sports Group as they work with the town to construct a sports complex in Wellesley. Brian's team is currently working with my school district and the state to permit and construct The Essex Sport Center here in Middleton, which will be the home sports venue for the newly constructed Essex North Shore Agricultural & Technical School, opened this past September ... although our work on the center go back to June 2013 when Brian toured our district through his Edge Sports Center in Bedford. During the next two years, Brian has worked with us to execute a Letter of Intent with contracts Essex to provide the school the following preferred times:

The Hockey Rink and all appurtenances thereto for the following purposes and during the following specified times:

- Boys and Girls Varsity and JV practice and games beginning on the Monday following Thanksgiving each year until Mid- March
- Monday – Friday 3:00pm – 6:00pm
- 2-3 days per week for games to be specified ~ 20 dates
- Saturday 9:00-11:00am (JV)
- (2)-Daily ice time for ice skating during Physical Education classes
- 2-3 hours during the school day depending on length of class periods
- Availability to host a Hockey Jamboree and host the Massachusetts State Vocational Hockey Championships

Turf Facility:

- Fall – Soccer/Football
- Winter - Track practice (specifically shot put, high jump and hurdles)
- Spring – Lacrosse, Baseball, Softball, Track
- Full length of school year
- Monday – Friday 3:00pm—6:00pm
- Daytime use during Physical Education classes
- TBD based on length of class periods

In addition, Brian has accommodated the towns of Middleton and Danvers youth hockey, lacrosse and soccer programs to be 'anchor' tenants in the facility. Because the center will be located on state land, Brian's openness to working with the district, local towns, youth sports programs of all types, direct abutters and Massachusetts House of Representatives and local Senators, allowed his special legislation to pass through the House and Senate in 4 months – endorsed by the Governor last fall.

Having been in the youth hockey world much of my life – I can safely say that the town of Wellesley, its youth programs, and high school athletes – which I can now most relate to – are in good hands should you choose the Edge Sports Group as the preferred developer. Please feel free to contact me to expound on this reference or answer any questions that you may have.

Daniel R. O'Connell, Superintendent-Director
Essex North Shore Agricultural & Technical School District
562 Maple Street, P.O. Box 806
Hathorne, MA 01937-0346
978.304.4700 x7102



BEDFORD YOUTH LACROSSE



October 20, 2015

Dear Town of Wellesley Administration,

My name is Dan Walsh and I am the President of Bedford Youth Lacrosse (BYL). Our program is a 16 year old non-profit recreational youth lacrosse league for girls and boys of grades 1-8. We have over 200 girl and boy youth lacrosse players in the program. I have been directly involved with BYL as a coach and administrator for 8 years. During this time I have worked closely with Brian DeVellis to support and assist in developing the Bedford youth lacrosse program.

Since the inception of the The Edge facility in Bedford Massachusetts, BYL has been a repeat customer using the indoor turf fields to support our winter lacrosse skill training clinics. The training clinics are held twice per week starting in February and continue until April. The Edge staff has worked closely with BYL to coordinate optimum schedule flexibility at a competitive price. The Edge has provided coaching resources to help manage the program. In addition, since the town of Bedford has limited grass field options which can be wet and closed in the early spring lacrosse season. BYL routinely rents indoor and outdoor turf to conduct our early season practices. The practice times at the Edge are excellent, normally held on weekdays at the prime time of 5:00 – 8:00 PM. Without the use of The Edge facility the quality of the BYL program would be suffer.

The Edge Group and Brian DeVellis have created a first class sports facility in the town Bedford. This has enhanced the quality of the Bedford Youth Lacrosse program and related sport offerings. The Edge staff is professional and will work closely with recreational and youth program directors to schedule practices and games as needed. I highly recommend that you employ their services. If you would like to speak with me directly please call me anytime at 781-504-2709.

Sincerely,

Dan Walsh

President

Bedford Youth Lacrosse

Exhibit 7 – Required Forms



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CLERK'S CERTIFICATE

ESG Associates Inc.

I, Brian DeVellis, being the duly elected President of ESG Associates Inc. ("ESG") established under the rules and regulation of the Commonwealth of Massachusetts Secretary of State, hereby certify that I have been authorized this submission to the Town of Wellesley:

TOWN OF WELLESLEY REQUEST FOR PROPOSALS
GROUND LEASE OF PROPERTY LOCATED AT
900 WORCESTER STREET
WELLESLEY MA 02482
AND THE DEVELOPMENT THEREON OF
A RECREATIONAL FACILITY

I further certify that the Certificate of Organization on file with the Commonwealth remains in full force and effect.

Dated: April 29, 2016



Brian DeVellis, Manager

APPENDIX A

DISCLOSURE STATEMENT FOR
TRANSACTION WITH A PUBLIC AGENCY CONCERNING REAL PROPERTY
M.G.L. c. 7C, s. 38 (formerly M.G.L. c. 7, s. 40J)

INSTRUCTION SHEET

NOTE: The Division of Capital Asset Management and Maintenance (DCAMM) shall have no responsibility for insuring that the Disclosure Statement has been properly completed as required by law. Acceptance by DCAMM of a Disclosure Statement for filing does not constitute DCAMM's approval of this Disclosure Statement or the information contained therein. Please carefully read M.G.L. c. 7C, s. 38 which is reprinted in Section 8 of this Disclosure Statement.

Section (1): Identify the real property, including its street address, and city or town. If there is no street address then identify the property in some other manner such as the nearest cross street and its tax assessors' parcel number.

Section (2): Identify the type of transaction to which this Disclosure Statement pertains --such as a sale, purchase, lease, etc.

Section (3): Insert the exact legal name of the Public Agency participating in this Transaction with the Disclosing Party. The Public Agency may be a Department of the Commonwealth of Massachusetts, or some other public entity. Please do not abbreviate. **Section (4):** Insert the exact legal name of the Disclosing Party. Indicate whether the Disclosing Party is an individual, tenants in common, tenants by the entirety, corporation, general partnership, limited partnership, LLC, or other entity. If the Disclosing Party is the trustees of a trust then identify the trustees by name, indicate that they are trustees, and add the name of the trust.

Section (5): Indicate the role of the Disclosing Party in the transaction by checking one of the blanks. If the Disclosing Party's role in the transaction is not covered by one of the listed roles then describe the role in words.

Section (6): List the names and addresses of **every** legal entity and **every** natural person that has or will have a **direct or indirect** beneficial interest in the real property. The only exceptions are those stated in the first paragraph of the statute that is reprinted in Section 8 of this Disclosure Statement. If the Disclosing Party is another public entity such as a city or town, insert "inhabitants of the (name of public entity)." If the Disclosing Party is a non-profit with no individual persons having any beneficial interest then indicate the purpose or type of the non-profit entity. If additional space is needed, please attach a separate sheet and incorporate it by reference into Section 6.

Section (7): Write "none" in the blank if none of the persons mentioned in Section 6 is employed by DCAMM. Otherwise list any parties disclosed in Section 6 that are employees of DCAMM.

Section (8): The individual signing this statement on behalf of the Disclosing Party acknowledges that he/she has read the included provisions of Chapter 7C, Section 38 (formerly Chapter 7, Section 40J) of the General Laws of Massachusetts.

Section (9): Make sure that this Disclosure Statement is signed by the correct person. If the Disclosing Party is a corporation, please make sure that this Disclosure Statement is signed by a duly authorized officer of the corporation as required by the statute reprinted in Section 8 of this Disclosure Statement.

This completed and signed Disclosure Statement should be mailed or otherwise delivered to: Deputy Commissioner for Real Estate

Division of Capital Asset Management and Maintenance
One Ashburton Place, 15th Floor, Boston, MA 02108

DISCLOSURE STATEMENT FOR
TRANSACTION WITH A PUBLIC AGENCY CONCERNING REAL PROPERTY
M.G.L. c. 7C, s. 38 (formerly M.G.L. c. 7, s. 40J)

The undersigned party to a real property transaction with a public agency hereby discloses and certifies, under pains and penalties of perjury, the following information as required by law:

(1) REAL PROPERTY: **900 Worcester Street Wellesley MA**

(2) TYPE OF TRANSACTION, AGREEMENT, or DOCUMENT: **Lease**

(3) PUBLIC AGENCY PARTICIPATING in TRANSACTION: **Town of Wellesley**

(4) DISCLOSING PARTY'S NAME AND TYPE OF ENTITY (IF NOT AN INDIVIDUAL): **ESG Associates Inc.**

(5) ROLE OF DISCLOSING PARTY (Check appropriate role):

_____ Lessor / Landlord ☒ Lessee/Tenant

_____ Seller/Grantor _____ Buyer/Grantee

_____ Other (Please describe): _____

(6) The names and addresses of all persons and individuals who have or will have a direct or indirect beneficial interest in the real property excluding only 1) a stockholder of a corporation the stock of which is listed for sale to the general public with the securities and exchange commission, if such stockholder holds less than ten per cent of the outstanding stock entitled to vote at the annual meeting of such corporation or 2) an owner of a time share that has an interest in a leasehold condominium meeting all of the conditions specified in M.G.L. c. 7C, s. 38, are hereby disclosed as follows (attach additional pages if necessary):

NAME

RESIDENCE

As shown on the Certificate of Organization on file with the Commonwealth of Massachusetts Secretary of State

(7) None of the above- named persons is an employee of the Division of Capital Asset Management and Maintenance or an official elected to public office in the Commonwealth of Massachusetts, except as listed below (insert "none" if none):

(8) The individual signing this statement on behalf of the above-named party acknowledges that he/she has read the following provisions of Chapter 7C, Section 38 (formerly Chapter 7, Section 40J) of the General Laws of Massachusetts:

No agreement to rent or to sell real property to or to rent or purchase real property from a public agency, and no renewal or extension of such agreement, shall be valid and no payment shall be made to the lessor or seller of such property unless a statement, signed, under the penalties of perjury, has been filed by the lessor, lessee, seller or purchaser, and in the case of a corporation by a duly authorized officer thereof giving the true names and addresses of all persons who have or will have a direct or indirect beneficial interest in said property with the commissioner of capital asset management and maintenance. The provisions of this section shall not apply to any stockholder of a corporation the stock of which is listed for sale to the general public with the securities and exchange commission, if such stockholder holds less than ten per cent of the outstanding stock entitled to vote at the annual meeting of such corporation. In the case of an agreement to rent property from a public agency where the lessee's interest is held by the organization of unit owners of a leasehold condominium created under chapter one hundred and eighty-three A, and timeshares are created in the leasehold condominium under chapter one hundred and eighty-three B, the provisions of this section shall not apply to an owner of a time-share in the leasehold condominium who (i) acquires the time-share on or after a bona fide arms length transfer of such time-share made after the rental agreement with the public agency is executed and (ii) who holds less than three percent of the votes entitled to vote at the annual meeting of such organization of unit owners. A disclosure statement shall also be made in writing, under penalty of perjury, during the term of a rental agreement in case of any change of interest in such property, as provided for above, within thirty days of such change. Any official elected to public office in the commonwealth, or any employee of the division of capital asset management and maintenance disclosing beneficial interest in real property pursuant to this section, shall identify his position as part of the disclosure statement. The commissioner shall notify the state ethics commission of such names, and shall make copies of any and all disclosure statements received available to the state ethics commission upon request. The commissioner shall keep a copy of each disclosure statement received available for public inspection during regular business hours.

(9) This Disclosure Statement is hereby signed under penalties of perjury.



Brian DeVellis, President of ESG Associates Inc.

APPENDIX B

CERTIFICATE OF TAX COMPLIANCE

Pursuant to M.G.L. c. 62C, §49A, I certify under the penalties of perjury that, to the best of my knowledge and belief, I am in compliance with all laws of the Commonwealth relating to taxes, reporting of employees and contractors, and withholding and remitting child support.



EIN – ESG Associates Inc.

Brian DeVellis, President ESG Associates Inc.

APPENDIX C

CERTIFICATE OF NON-COLLUSION: REQUIRED FORM

The undersigned certifies under the penalties of perjury that this bid or bid has been made and submitted in good faith and without collusion or fraud with any other person. As used in this certification, the word "person" shall mean any natural person, business partnership, corporation, union, committee, club or other organization, entity or group of individuals.



Brian DeVellis, President ESG Associates Inc.

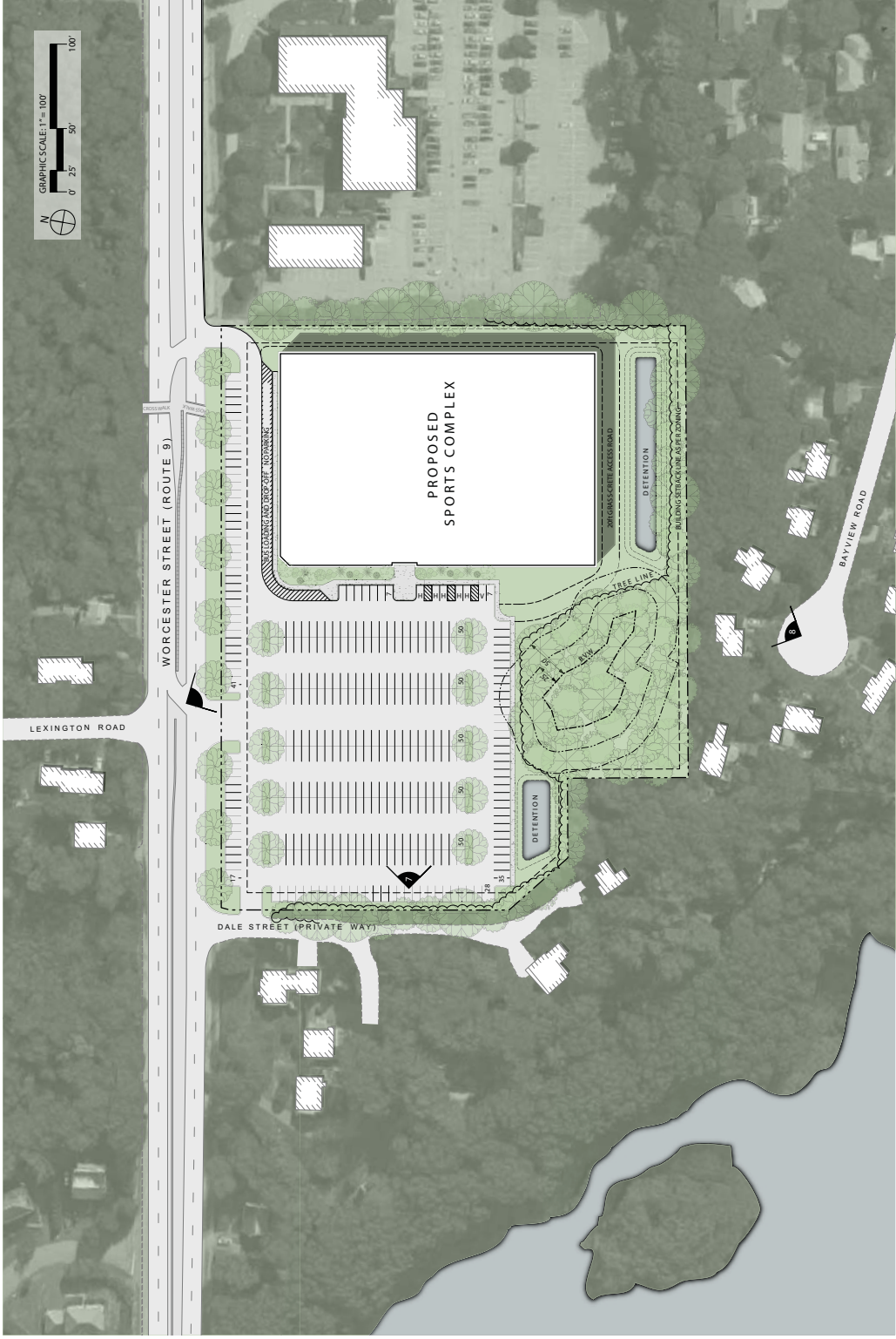
4/29/2016

Dated

Exhibit 8 – Plans & Renderings



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TROIKA

WELLESLEY SPORTS COMPLEX
WELLESLEY, MA

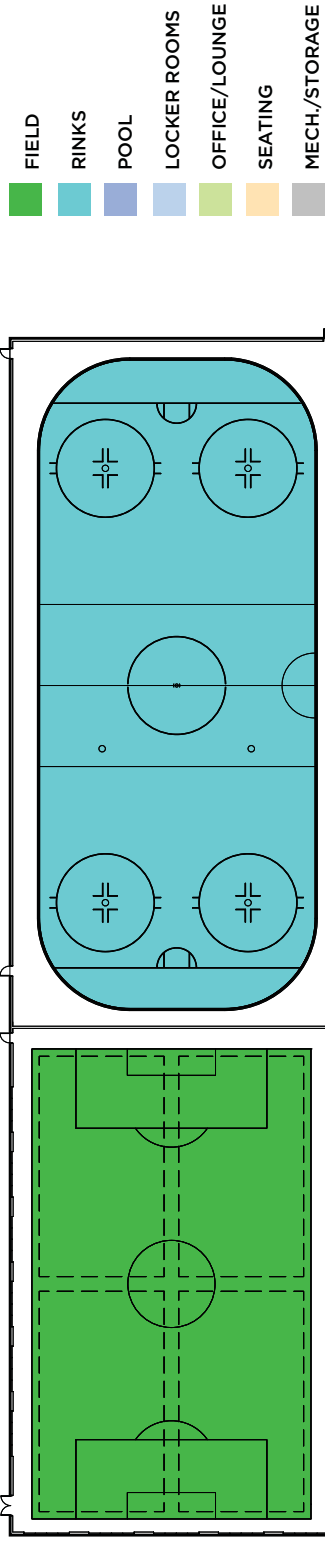
EXHIBIT 7. SITE PERSPECTIVE - DALE STREET
November 20, 2015



TROIKA

WELLESLEY SPORTS COMPLEX
WELLESLEY, MA

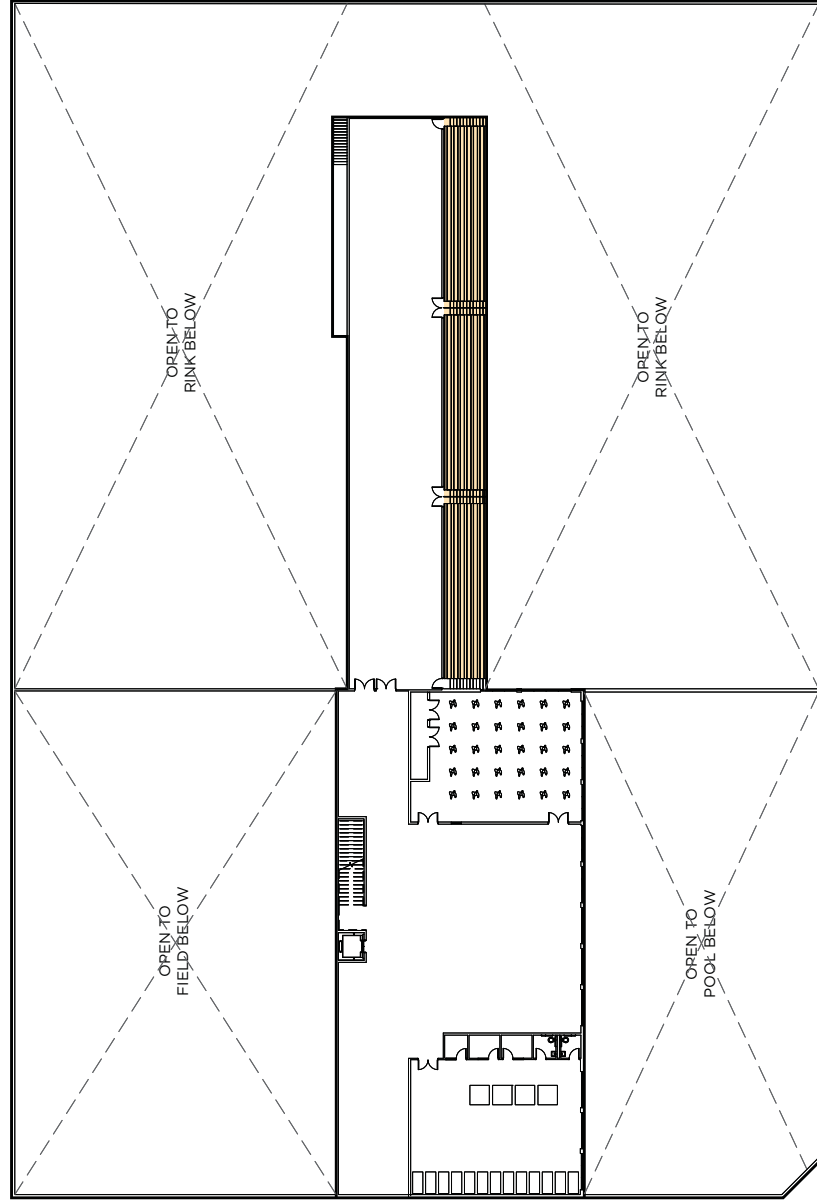
EXHIBIT 8. SITE PERSPECTIVE - SHADOW LANE
November 20, 2015



TROIKA

WELLESLEY SPORTS COMPLEX
WELLESLEY, MA

EXHIBIT 9. PRELIMINARY PLAN - FIRST FLOOR
November 20, 2015



- FIELD
- RINKS
- POOL
- LOCKER ROOMS
- OFFICE/LOUNGE
- SEATING
- MECH./STORAGE

TROIKA

WELLESLEY SPORTS COMPLEX
WELLESLEY, MA

EXHIBIT 10. PRELIMINARY PLAN - MEZZANINE
November 20, 2015



TROIKA

WELLESLEY SPORTS COMPLEX
WELLESLEY, MA

SITE PERSPECTIVE - WORCESTER STREET
November 20, 2015